



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of SYF Resources Berhad ("**SYF**" or the "**Company**") will be held at Emerald 1 Room, RHR Hotel @ Kajang, Wisma MKH, Jalan Semenyih, 43000 Kajang, Selangor on Wednesday, 8 May 2019 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, to pass with or without modification to give effect to the following resolution:-

### **ORDINARY RESOLUTION**

**PROPOSED ACQUISITION BY SYF DEVELOPMENT SDN BHD ("SYFD"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF SYF RESOURCES BERHAD, OF THE ENTIRE ISSUED SHARE CAPITAL IN GIAT ARMADA SDN BHD ("GIAT ARMADA") COMPRISING TWO (2) ORDINARY SHARES ("SALE SHARES") FROM KIARA SUSILA SDN BHD ("KIARA SUSILA") FOR A CASH PURCHASE PRICE OF RM6,500,000 AND THE PROPOSED SETTLEMENT BY THE SYF GROUP OF THE ADVANCES OWING BY GIAT ARMADA AMOUNTING TO RM64,535,134, FOR A TOTAL PURCHASE CONSIDERATION OF RM71,035,134 ("PROPOSED TRANSACTION")**

"**THAT** subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to SYFD, an indirect wholly-owned subsidiary of SYF to acquire the Sale Shares, representing the entire issued share capital in Giat Armada from Kiara Susila for a purchase price of RM6,500,000 and the settlement by the SYF Group of the advances owing by Giat Armada to Kiara Susila of RM64,535,134 for a total cash purchase consideration of RM71,035,134, subject to and upon such terms and conditions as set out in the conditional share sale agreement dated 29 January 2019 entered into between SYFD and Kiara Susila for the Proposed Transaction.

**THAT** the Directors of the Company and SYFD be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Transaction with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Transaction."

### **BY ORDER OF THE BOARD OF SYF RESOURCES BERHAD**

**THIEN LEE MEE** (LS0009760)

**TAN TONG LANG** (MAICSA 7045482)

Company Secretaries

Kuala Lumpur  
22 April 2019

### **NOTES:-**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, vote and speak in his stead at the same meeting. A proxy may but need not be a member of the Company.
2. Where a member of the Company appoints a maximum of two (2) proxies to attend and vote at the same meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. An Exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy shall be signed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notorially certified copy of that power of attorney or authority, shall be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 2 May 2019 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by poll.